

9133-B

9133-C

LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
363-2266

TELEX
440367 A AND A

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 9133 B Filed & Recorded
DEC 29 1986 1-05 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9133 C Filed & Recorded

DEC 29 1986 1-05 PM

December 29, 1986

INTERSTATE COMMERCE COMMISSION

6-363A027

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

No. _____
Date DEC 29 1986
Fee \$ 20.00
ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are 1) a Termination Agreement dated as of November 30, 1986 and 2) a Termination of Lease dated as of December 1, 1986, both of which are secondary documents as defined in the Commission's Recordation of Documents.

The Termination Agreement relates to a Lease dated as of December 1, 1977 which was duly filed and recorded on February 21, 1978 and assigned Recordation Number 9133-A; and the Termination of Lease relates to a Lease Agreement dated as of December 1, 1977 which was duly filed and recorded on December 22, 1977 and assigned Recordation Number 9133.

The names and addresses of the parties to the enclosed documents are:

Termination Agreement

BameriLease, Inc.
Two Embarcadero Center
San Francisco, California 94111

General Electric Railcar Services Corporation
(as successor to NAC Leasing Corporation)
Chicago, Illinois

Termination of Lease

BameriLease, Inc.
Two Embarcadero Center
San Francisco, California

DEC 29 12 57 PM '86
NO. 9133-C

CT. Repley
Chambers

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
December 29, 1986
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

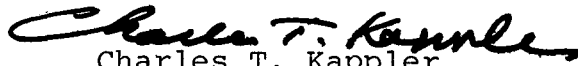
Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Termination Agreement dated as of November 30, 1986 executed by BameriLease and General Electric Railcar Services Corporation (as successor to NAC Leasing Corporation), and Termination of Lease dated as of December 1, 1986 executed by BameriLease, each covering three hundred eighty-six covered hopper cars bearing SCL reporting marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>
242	LO	77-ton Cement Phosphate Hopper Cars	SCL 202750-SCL 202765; SCL 202767-SCL 202798; SCL 202800-SCL 202866; SCL 202868-SCL 202875; SCL 202877-SCL 202893; SCL 202895-SCL 202910; SCL 202912-SCL 202948; SCL 202950-SCL 202998.
144	LO	100-ton Covered Hopper Cars	SCL 242350-SCL 242363; SCL 242365-SCL 242370; SCL 242372-SCL 242377; SCL 242379-SCL 242418; SCL 242420-SCL 242449; SCL 242451-SCL 242472; SCL 242474-SCL 242499.

Interstate Commerce Commission
Washington, D.C. 20423

12/29/86

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/86 at 1:05pm, and assigned re-recording number(s). 9133-B & 9133-C

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 9133-B Filed & Recorded

DEC 29 1986 1-05 PM
INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT dated as of November 30, 1986 between BAMERILEASE, INC., a California corporation with its principal office at Two Embarcadero Center, 10th Floor, San Francisco, California 94111 ("BLI") and General Electric Railcar Services Corporation, a Delaware corporation with its principal office at Chicago, Illinois ("GERSCO").

I N T R O D U C T I O N

A. BLI entered into a Lease dated as of December 1, 1977 (the "Lease") with NAC LEASING CORPORATION, a Delaware corporation (now called Tiger Financial Services, Inc.) ("Lessee").

B. Lessee and B. A. Leasing Corporation, a Delaware corporation, entered into a letter agreement dated October 19, 1977 on the letterhead of Tiger Leasing Group entitled "Remarketing Agreement between B. A. Leasing Corporation and NAC Leasing Corporation (the "Letter Agreement")."

C. The Lease and the Letter Agreement relate to the railcars described as follows (the "Railcars"):

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>
242	LO	77-ton Cement Phosphate Hopper Cars	SCL 202750-SCL 202765; SCL 202767-SCL 202798; SCL 202800-SCL 202866; SCL 202868-SCL 202875; SCL 202877-SCL 202893; SCL 202895-SCL 202910; SCL 202912-SCL 202948; SCL 202950-SCL 202998.
144	LO	100-ton Covered Hopper Cars	SCL 242350-SCL 242363; SCL 242365-SCL 242370; SCL 242372-SCL 242377; SCL 242379-SCL 242418; SCL 242420-SCL 242449; SCL 242451-SCL 242472; SCL 242474-SCL 242499.

D. The Lease was filed with and recorded by the Interstate Commerce Commission on February 21, 1978 at 3:30 p.m. under Recordation Number 9133-A.

E. GERSCO succeeded to all rights and assumed all obligations of Lessee under the Lease and the Letter Agreement under the terms of an Assignment of TFS Portfolio dated July 8, 1986 ("Assignment") by North American Car Corporation ("NACC"), Lessee and GERSCO.

F. The sale and assignment of the TFS Portfolio, including the Lease, was approved by the United States Bankruptcy Court of the Central District of California pursuant to an Order and Judgment dated June 30, 1986 Approving Sale of the TFS Portfolio to General Electric Credit Corporation.

G. BLI and GERSCO now wish to terminate the Lease and the Letter Agreement and all other rights and obligations of BLI and Lessee and GERSCO relating to the Railcars.

ACCORDINGLY, BLI and GE agree as follows:

1. GERSCO represents and warrants to BLI that it has succeeded to all rights and obligations of Lessee in the Railcars, including without limitation the rights and obligations of Lessee under the Lease and the Letter Agreement. GERSCO further represents and warrants that the sale and assignment from Lessee to GERSCO of all Lessee's rights and obligations in and to the Railcars and the Lease is binding on the parties thereto in accordance with its terms and was duly authorized by the United States Bankruptcy Court for the Central District of California.

2. The effectiveness of this Agreement shall be subject to and conditioned upon BLI consummating a sale of the Railcars by recording a Bill of Sale with the Interstate Commerce Commission no later than December 15, 1986.

3. In consideration of the payment by GERSCO to BLI of an amount to be agreed upon by GERSCO and BLI no later than January 2, 1987 and other valuable consideration, the Lease, the Letter Agreement and any other agreement between BLI, Lessee and GERSCO or any of such entities relating to the

Railcars (except this Agreement) are hereby terminated and of no further force and effect, subject to Paragraph 3 hereof.

IN WITNESS WHEREOF, the parties hereto have executed this TERMINATION AGREEMENT as of the date first above written.

State of Illinois)
County of Cook)

Subscribed to and sworn before me
this 5th day of December, 1986

Doris M. Helebrandt
Doris M. Helebrandt, Notary Public
My commission expires 5/13/90

General Electric Railcar
Services Corporation

By Arthur J. Lowe
Title Vice President

BameriLease, Inc.

By A. Paul Lutz
Title VICE PRESIDENT

By C. Bengtson
Title Asst. Vice Pres.

CORPORATE ACKNOWLEDGMENT

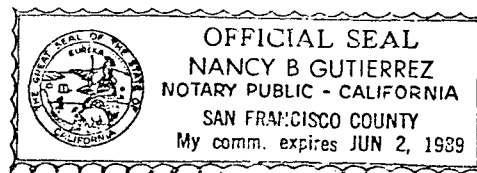
STATE OF California)
) SS.
COUNTY OF San Francisco)

On this 10th day of December, 1986, before me Nancy Gutierrez
a Notary Public in and for said San Francisco County,
personally appeared William E. Bargenquast, known to me to be
the Assistant Vice President of BameriLease, Inc., the
Corporation that executed the within instrument, and also
known to me to be the person who executed the within
instrument, on behalf of the Corporation herein named, and
acknowledged to me that such Corporation executed same and
that such execution was pursuant to its by-laws or a
resolution of its Board of Directors.

WITNESS my hand and official seal.

Nancy B. Gutierrez
Notary Public in and for said
County of San Francisco,
State of California,
My commission expires June 2, 19 89

(THIS AREA FOR OFFICIAL NOTARIAL SEAL)



CORPORATE ACKNOWLEDGMENT

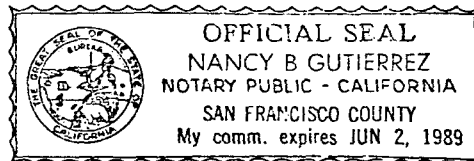
STATE OF California)
) SS.
COUNTY OF San Francisco)

On this 10th day of December, 1986, before me Nancy Gutierrez
a Notary Public in and for said San Francisco County,
personally appeared A. Paul Goetze, known to me to be the Vice
President of BameriLease, Inc., the Corporation that executed
the within instrument, and also known to me to be the person
who executed the within instrument, on behalf of the
Corporation herein named, and acknowledged to me that such
Corporation executed same and that such execution was pursuant
to its by-laws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

Nancy B. Gutierrez
Notary Public in and for said
County of San Francisco,
State of California,
My commission expires June 2, 19 89

(THIS AREA FOR OFFICIAL NOTARIAL SEAL)



CORPORATE ACKNOWLEDGMENT

STATE OF ILLINOIS))
COUNTY OF COOK) SS:

On this 5th day of December, 1986, before me Doris M. Helebrandt,
a Notary Public in and for said Cook County, personally appeared Winston I.
Lowe, known to me to be the Vice President of General Electric Railcar Services
Corporation, the Corporation that executed the within instrument, and also
known to me to be the person who executed the within instrument, on behalf of
the Corporation herein named, and acknowledged to me that such Corporation
executed same and that such execution was pursuant to its by-laws or a
resolution of its Board of Directors.

WITNESS my hand and official seal.

Eric J. Helbert
Notary Public in and for said
County of Cook
State of Illinois

My commission expires May 13 , 1990

(SEAL)